



CPI PROPERTY GROUP

Société Anonyme
40, rue de la Vallée
L-2661 Luxembourg
R.C.S. LUXEMBOURG B 102254
(THE "COMPANY")

**DRAFT RESOLUTIONS PROPOSED TO
THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY
TO BE HELD ON 30 MAY 2024**

Dear Shareholders,

Please find below draft resolutions that will be proposed to the shareholders at the annual general meeting of the shareholders of the Company (the "**Meeting**") to be held on **30 May 2024 at 10:00 CET** at the registered office of the Company at 40, rue de la Vallée, L-2661 Luxembourg, Grand Duchy of Luxembourg, to discuss and to vote on the agenda indicated below.

The agenda of the Meeting is the following:

AGENDA

- 1. Presentation of the reports of the Board of Directors and of the approved auditor (*réviseur d'entreprises agréé*) of the Company on the statutory annual accounts and on the consolidated annual accounts of the Company for the financial year ended 31 December 2023.**
- 2. Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2023.**
- 3. Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2023.**
- 4. Allocation of the financial results in relation to the financial year ended 31 December 2023.**
- 5. Presentation and approval of a revised version of the remuneration policy.**
- 6. Presentation and approval of the remuneration report for the financial year ended 31 December 2023.**
- 7. Discharge to be granted to the members of the Board of Directors in respect of the performance of their duties during the financial year ended 31 December 2023.**
- 8. Discharge to be granted to the approved auditor (*réviseur d'entreprises agréé*) in respect of the performance of its duties during the financial year ended 31 December 2023.**
- 9. Decision to appoint with immediate effect Mr. Edward Hughes to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.**
- 10. Decision to appoint with immediate effect Mr. Jonathan Lewis to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.**
- 11. Decision to appoint with immediate effect Mr. Philippe Magistretti to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025**



concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

12. Decision to appoint with immediate effect Mr. David Greenbaum to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.
13. Decision to appoint with immediate effect Mr. Tomas Salajka to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.
14. Decision to appoint with immediate effect Mr. Omar Sattar to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.
15. Decision to appoint with immediate effect Mr. Oliver Schlink to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.
16. Decision to appoint with immediate effect Mr. Tim Scoble to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.
17. Subject to approval of item 12 of the agenda, decision to appoint Mr. David Greenbaum as the Managing Director (*administrateur délégué*) of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.
18. Subject to approval of item 13 of the agenda, decision to appoint Mr. Tomas Salajka as the Managing Director (*administrateur délégué*) of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.
19. Decision to appoint with immediate effect Ernst & Young, Luxembourg as the approved auditor (*réviseur d'entreprises agréé*) of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

PROPOSED RESOLUTIONS

1. Presentation of the reports of the Board of Directors and of the approved auditor (*réviseur d'entreprises agréé*) of the Company on the statutory annual accounts and on the consolidated annual accounts of the Company for the financial year ended 31 December 2023.

No resolution is required on this item.



2. Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2023.

Proposed resolution:

After presentation and review of the statutory annual accounts for the financial year ended 31 December 2023, and of the reports of the Board of Directors and of the approved auditor (réviseur d'entreprises agréé) of the Company on such statutory annual accounts, the Meeting resolves to approve the statutory annual accounts of the Company for the financial year ended 31 December 2023.

3. Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2023.

Proposed resolution:

After presentation and review of the consolidated annual accounts for the financial year ended 31 December 2023, and of the reports of the Board of Directors and of the approved auditor (réviseur d'entreprises agréé) of the Company on such consolidated annual accounts, the Meeting resolves to approve the consolidated annual accounts for the financial year ended 31 December 2023.

4. Allocation of the financial results in relation to the financial year ended 31 December 2023.

Proposed resolution:

The Meeting resolves to allocate the financial results in relation to the financial year ended 31 December 2023 as follows:

The statutory loss for the financial year ended 31 December 2023 amounting to EUR 188,332,645 shall be carried forward.

The total results to be carried forward shall be as follows:

Result brought forward as of December 31, 2023	EUR	(94,217,456)
Result of the fiscal year ending December 31, 2023	EUR	(188,332,645)
Allocation to Legal reserves	EUR	-
Own Equity instruments variation	EUR	-
Total Result to be carried forward to the following fiscal year	EUR	(282,550,101)

5. Presentation and approval of a revised version of the remuneration policy.

Proposed resolution:

The Meeting resolves to approve on an advisory non-binding basis the revised version of the remuneration policy of the Company established by the Board of Directors in its entirety.

6. Presentation and approval of the remuneration report for the financial year ended 31 December 2023.

Proposed resolution:

The Meeting resolves to approve on an advisory non-binding basis the remuneration report for the financial year ended 31 December 2023 in its entirety.



7. Discharge to be granted to the members of the Board of Directors in respect of the performance of their duties during the financial year ended 31 December 2023.

Proposed resolution:

In accordance with Article 461-7 of the Luxembourg law on commercial companies dated 10 August 1915, as amended from time to time (the "LCA"), the Meeting resolves to grant full discharge to the members of the Board of Directors in respect of the performance of their duties during the financial year ended 31 December 2023.

8. Discharge to be granted to the approved auditor (*réviseur d'entreprises agréé*) in respect of the performance of its duties during the financial year ended 31 December 2023.

Proposed resolution:

*The Meeting resolves to grant full discharge to the approved auditor (*réviseur d'entreprises agréé*) of the Company in respect of the performance of its duties during the financial year ended 31 December 2023.*

9. Decision to appoint with immediate effect Mr. Edward Hughes to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

Proposed resolution:

The Meeting resolves to appoint with immediate effect Mr. Edward Hughes as member of the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

10. Decision to appoint with immediate effect Mr. Jonathan Lewis to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

Proposed resolution:

The Meeting resolves to appoint with immediate effect Mr. Jonathan Lewis as member of the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

11. Decision to appoint with immediate effect Mr. Philippe Magistretti to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

Proposed resolution:

The Meeting resolves to appoint with immediate effect Mr. Philippe Magistretti as member of the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

12. Decision to appoint with immediate effect Mr. David Greenbaum to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.



Proposed resolution:

The Meeting resolves to appoint with immediate effect Mr. David Greenbaum as member of the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

13. Decision to appoint with immediate effect Mr. Tomas Salajka to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

Proposed resolution:

The Meeting resolves to appoint with immediate effect Mr. Tomas Salajka as member of the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

14. Decision to appoint with immediate effect Mr. Omar Sattar to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

Proposed resolution:

The Meeting resolves to appoint with immediate effect Mr. Omar Sattar as member of the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

15. Decision to appoint with immediate effect Mr. Oliver Schlink to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

Proposed resolution:

The Meeting resolves to appoint with immediate effect Mr. Oliver Schlink as member of the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

16. Decision to appoint with immediate effect Mr. Tim Scoble to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

Proposed resolution:

The Meeting resolves to appoint with immediate effect Mr. Tim Scoble as member of the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

17. Subject to approval of item 12 of the agenda, decision to appoint Mr. David Greenbaum as the Managing Director (*administrateur délégué*) of the Company until the annual general meeting of the shareholders of the



Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

Proposed resolution:

Considering that item 12 of the agenda has been approved, the Meeting resolves to appoint Mr. David Greenbaum as the Managing Director (administrateur délégué) of the Company as of the date of the Meeting until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

18. Subject to approval of item 13 of the agenda, decision to appoint Mr. Tomas Salajka as the Managing Director (administrateur délégué) of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

Proposed resolution:

Considering that item 13 of the agenda has been approved, the Meeting resolves to appoint Mr. Tomas Salajka as the Managing Director (administrateur délégué) of the Company as of the date of the Meeting until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

19. Decision to appoint with immediate effect Ernst & Young, Luxembourg as the approved auditor (réviseur d'entreprises agréé) of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024.

Proposed resolution:

The Meeting resolves to appoint with immediate effect Ernst & Young, Luxembourg as the approved auditor (réviseur d'entreprises agréé) of the Company until the annual general meeting of the shareholders of the Company to be held in 2025 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2024. For the avoidance of doubt, as approved auditor of the Company, Ernst & Young, Luxembourg shall be in charge of carrying out the assurance of the Company's sustainability reporting and any other tasks that shall be conferred to the independent auditor in relation thereto, upon the entry into force of the Luxembourg's legal national provisions transposing the Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 as regards corporate sustainability reporting.

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